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August 15, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is a Termination of Interim User Agreement, a secondary document, dated August 14, 1995. The primary document to which this is connected is recorded under Recordation No. 19312. We request that this document be recorded under Recordation No. 19312-B.

The names and addresses of the parties to the Termination of Interim User Agreement are:

Lessor:

General Electric Company
33 West Monroe Street
Chicago, IL 60603

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Termination of Interim User Agreement consists of 33 General Electric AC4400 CW diesel-electric locomotives numbered SP 198-214 and 285-300, all inclusive.

RECEIVED
OFFICE OF THE
SECRETARY
AUG 15 10 00 AM '95
LICENSING DIVISION

0100736005

19312-B

Counterparts - [Signature]

BALL, JANIK & NOVACK

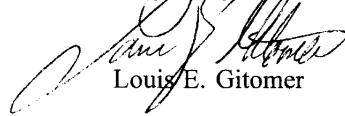
Honorable Vernon A. Williams
August 15, 1995
Page 2

A fee of \$21.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: a Termination of Interim User Agreement by General Electric Company, 33 West Monroe Street, Chicago, IL 60603, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 33 General Electric AC4400 CW diesel-electric locomotives numbered SP 198-214 and 285-300, all inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

8/15/95

Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/15/95 at 10:05AM , and assigned recordation number(s). 19312 -B, 19403-D and 19403-E.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100736005)
(0100736006)

\$ 53.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19312-B

TERMINATION OF INTERIM USER AGREEMENT

THIS TERMINATION OF INTERIM USER AGREEMENT, made the 14th day of August, 1995 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Southern Pacific Transportation Company ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of August 1, 1994 (the "Agreement"), which Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on March 22, 1995 and given Recordation Number 19312; and

WHEREAS, GE and Railroad have previously terminated and canceled the Agreement with respect to certain of the locomotives described therein;

WHEREAS, GE and Railroad desire to terminate and cancel the Agreement as to all remaining locomotives described therein;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Agreement, effective August 15, 1995 with respect to locomotives bearing road numbers SP201-SP214 and SP285-SP300 (all such road numbers being inclusive, and all such locomotives being collectively referred to herein as the "Terminated Equipment").

2. The parties agree to record this Termination of Interim User Agreement with the ICC so as to release GE's lien against the Terminated Equipment.

3. This Termination of Interim User Agreement may be executed in one or more counterparts, each of which counterparts when so executed shall be deemed

to be an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and GE have each caused this Termination of Interim User Agreement to be duly executed by their authorized officers as of the day and year first above written.

**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: J. A. Holm
Title Vice President-Human Resources

GENERAL ELECTRIC COMPANY

By: David B. Tucker, General
Manager, Americas Locomotive
Marketing/Sales/Service

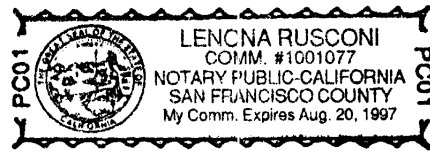
SPT 1995-B

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss:

On August 8, 1995, before me, Lenona Rusconi, Notary Public,
personally appeared J. A. Holm, personally known to me to be the person whose
name is subscribed to the within instrument and acknowledged to me that ~~he~~/she executed the
same in ~~his~~/her authorized capacity, and that by ~~his~~/her signature on the instrument the person, or
the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Lenona Rusconi
Notary Public



to be an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and GE have each caused this Termination of Interim User Agreement to be duly executed by their authorized officers as of the day and year first above written.

**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: _____

Title _____

GENERAL ELECTRIC COMPANY

By: David B. Tucker

David B. Tucker, General
Manager, Americas Locomotive
Marketing/Sales/Service

Commonwealth of Pennsylvania }
 }
County of Erie }

On this 4th day of August, 1995, before me personally appeared David B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Carol A. Wahlen
Notary Public

Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec. 12, 1998
Member, Pennsylvania Association of Notaries